

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC.¹

Debtor.

)
) Chapter 11
)
) Case No. 22-10602 (JKS)
)
)
)
) Obj. Deadline: January 30, 2023 at 4:00 pm (ET)
)

**SUMMARY COVER SHEET TO THE FOURTH MONTHLY FEE APPLICATION
OF FTI CONSULTING, INC., FINANCIAL ADVISOR TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD
NOVEMBER 1, 2022 THROUGH NOVEMBER 30, 2022**

Name of Applicant:	FTI Consulting, Inc.
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Date of Retention:	September 15, 2022, effective as of July 26, 2022
Period for which compensation and reimbursement are sought:	November 1, 2022, through November 30, 2022
Amount of compensation sought as actual, reasonable, and necessary:	\$29,456.40 (80% of \$36,820.50)
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$454.25
This is an: <u> X </u> monthly <u> </u> interim <u> </u> final application.	

¹ The last four digits of the Debtor's federal tax identification number are 1247. The Debtor's address is 6606 W. Broad Street, Richmond, VA 23230.

COMPENSATION BY TIMEKEEPER

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	1,325.00	1.6	\$2,120.00
Ganti, Narendra	Managing Director	985	18.0	17,730.00
Griffin, Allison	Managing Director	985	5.8	5,713.00
Davis, Jackilyn	Senior Director	975	8.6	8,385.00
McDonnell, Chad	Director	610	4.7	2,867.00
Addicks, Michael	Consultant	475	7.8	3,705.00
Hellmund-Mora, Marili	Manager	325	1.9	617.50
SUBTOTAL			48.4	\$41,137.50
Less: 50% discount for non-working travel time				(3,940.00)
GRAND TOTAL			48.4	\$37,197.50

COMPENSATION BY PROJECT CATEGORY

Task Code	Task Description	Total Hours	Total Fees
2	Cash & Liquidity Analysis	3.0	\$3,363.00
6	Asset Sales	0.5	492.50
13	Analysis of Other Miscellaneous Motions	0.5	492.50
14	Analysis of Claims/Liabilities Subject to Compromise	8.9	5,655.50
19	Case Management	15.6	15,280.00
20	General Meeting with Debtor & Debtors' Professionals	3.2	2,964.50
21	General Meetings with Committee & Committee Counsel	0.4	530.00
22	Meetings with Other Parties	4.2	2,562.00
24	Preparation of Fee Application	4.1	1,917.50
25	Travel Time	8.0	7,880.00
SUBTOTAL		48.4	\$41,137.50
Less: 50% discount for non-working travel time			(3,940.00)
GRAND TOTAL		48.4	\$37,197.50

SUMMARY OF EXPENSES

Expense Type	Amount
Lodging	\$123.50
Transportation	312.50
Working Meals	18.25
Total	\$454.25

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AGWAY FARM & HOME SUPPLY, LLC¹

Debtor.²

)
) Chapter 11
)
) Case No. 21-10602 (JKS)
)
)
)
) **Obj. Deadline: January 30, 2023 at 4:00 pm (ET)**
)

**FOURTH MONTHLY FEE APPLICATION OF FTI CONSULTING, INC.,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
NOVEMBER 1, 2022 THROUGH NOVEMBER 30, 2022**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Administrative Order”) [D.I. 114], the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) appointed in these chapter 11 cases, hereby submits this *Fourth Monthly Fee Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period November 1, 2022 to November 30, 2022* (the “Application Period”).

BACKGROUND

¹ The last four digits of the Debtor’s federal tax identification number are 1247. The Debtor’s address is 6606 W. Broad Street, Richmond, VA 23230.

1. On July 5, 2022 (the “Petition Date”), the Debtor commenced these chapter 11 cases by filing petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”).

2. On July 18, 2022, the U.S. Trustee appointed an Official Committee of Unsecured Creditors [D.I. 63]. At the formation meeting the Committee selected Pachulski Stang Ziehl and Jones LLP as its counsel. On July 27, 2022, the Committee selected FTI as its financial advisor. The Committee consists of the following seven members:

- a) The Scotts Company, LLC;
- b) Animal Health International, Inc.;
- c) Wildlife Sciences, LLC;
- d) Capital Forrest Products;
- e) Gallagher North America, Inc.;
- f) Hub Group, Inc.; and
- g) American Wood Fibers, Inc.

3. On September 9, 2022, the Court entered the *Order Authorizing Retention of FTI Consulting, Inc. as Financial Advisor for the Official Committee of Unsecured Creditors* [D.I. 195] (the “Retention Order”).

RELIEF REQUESTED

4. FTI submits this Fee Application pursuant to the Bankruptcy Rules, the Administrative Order, and the Retention Order. By this Fee Application, FTI seeks interim allowance of compensation for actual and necessary professional services rendered in the amount of \$29,456.40 for the Application Period (80% of \$36,820.50 total fees), and \$454.25 of actual and necessary expenses incurred, for a total compensation of \$29,910.65 in accordance with the terms of the Administrative Order. FTI reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Application Period, as such

expenses may not have been captured in FTI's billing system as of the date of filing this Fee Application.

SUMMARY OF FEES

5. The total number of hours expended by FTI professionals and paraprofessionals in performing professional services for the Committee during the Application Period was 48.4 hours. Pursuant to the Retention Order, FTI is entitled to monthly compensation for its services provided to the Committee at its current hourly rates, plus reimbursement of necessary out of pocket expenses.

6. Services rendered by (i) each professional and paraprofessional, (ii) a summary of the time incurred by task, (iii) detailed time entries during the Application Period, (iv) summary of the expenses incurred by task, and (v) detailed expense entries are attached hereto as **Exhibit A, Exhibit B, Exhibit C, Exhibit D, and Exhibit E**, respectively. The following paragraphs describe the primary services rendered by FTI during the Application Period.

Code 2 – Cash and Liquidity Analysis (3.0 hours)

7. During the Application Period, FTI monitored the Debtor's liquidity position and performed diligence on the Debtor's 13-week cash flow forecasts and weekly budget to actual variances. As part of this diligence, FTI corresponded with Debtor's advisors in order to understand the underlying drivers of the budget, key budget assumptions, and explanations for significant weekly budget-to-actual variances. FTI prepared and distributed weekly reports to the Committee summarizing and analyzing the details of the 13-week cash flow forecasts, which are refreshed every week, as well as actual results compared to budget in order to keep the Committee informed of the Debtor's current and projected liquidity position

Code 6 – Asset Sales (0.5 hours)

8. During FTI reviewed and assessed inventory, intellectual property, and liquidation sale proposals.

Code 14 – Analysis of Claims & Liabilities Subject to Compromise (8.9 hours)

9. Time in this code includes analysis of various first day motions including, among others, critical vendor, professional retention applications, and lease rejection motions.

Code 19 – Case Management (15.6 hours)

10. During the Statement Period, FTI professionals reviewed documents and issues relating to the depositions of a number of parties-in-interest in these cases.

Code 20 – General Meetings with Debtor & Debtor’s Professionals (3.2 hours)

11. FTI participated in various calls and in-person meetings with the Debtor’s personnel, their counsel and financial advisor to discuss the key case issues including; work plan, due diligence, prioritization and assessment of case strategy.

Code 21 – General Meetings with Committee & Committee Counsel (0.4 hours)

12. Work in this area included participation in periodic calls with the Committee and its counsel to discuss case strategy and status, current financial and operational results, the Debtor’s corporate structure, interrelationships among the Debtor and certain non-debtors, preliminary understanding of claims, pending motions and various other case issues

Code 24 – Preparation of Fee Application (4.1 Hours)

13. During the Application period FTI prepared the October Fee Application.

CONCLUSION

WHEREFORE, FTI respectfully requests an interim allowance of compensation for professional services rendered as financial advisor to the Committee during the Application Period in the amount of \$29,456.40 (80% of \$36,820.50 total fees), and \$454.25 for actual and necessary

expenses incurred, for a total compensation of \$29,910.65 pursuant to the Administrative Order, and such other and further relief that the Court deems just and proper.

Dated: January 19, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker

1166 Ave of the Americas, 15th Floor

New York, NY 10036

Telephone: 212-841-9355

E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC

VERIFICATION PURSUANT TO DEL. BANKR. L.R. 2016-2(g) AND 28 U.S.C. § 1746

I, Cliff Zucker, pursuant to 28 U.S.C. § 1746, to the best of my knowledge and belief, and after reasonable inquiry, declare as follows:

1. I am a Senior Managing Director with the consulting firm FTI Consulting, Inc., together with its wholly owned subsidiaries (“FTI”). FTI has rendered professional services to the Official Committee of Unsecured Creditors (the “Committee”) in these Chapter 11 cases.

2. I have read the foregoing statement of FTI for compensation and reimbursement of expenses (the “Fee Application”). To the best of my knowledge, information and belief formed upon the basis of my participation in this case, as well as after reasonable inquiry, the facts set forth in the foregoing Fee Application are true and correct and materially comply with the applicable orders, rules, guidelines, and requirements as set forth by the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2, and the Executive Office for the United States Trustee.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct, to the best of my information, knowledge, and belief.

Executed on: January 19, 2023

FTI CONSULTING, INC.

By: /s/ Cliff Zucker

Cliff Zucker

1166 Ave of the Americas, 15th Floor

New York, NY 10036

Telephone: 212-841-9355

E-mail: cliff.zucker@fticonsulting.com

Financial Advisors to the Official
Committee of Unsecured Creditors of
Agway Farm & Home Supply, LLC

EXHIBIT A
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF HOURS BY PROFESSIONAL
FOR THE PERIOD NOVEMBER 1, 2022 TO NOVEMBER 30, 2022

Professional	Position	Billing Rate	Total Hours	Total Fees
Zucker, Clifford	Senior Managing Director	1,325.00	1.6	\$2,120.00
Ganti, Narendra	Managing Director	985	18.0	17,730.00
Griffin, Allison	Managing Director	985	5.8	5,713.00
Davis, Jackilyn	Senior Director	975	8.6	8,385.00
McDonnell, Chad	Director	610	4.7	2,867.00
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Hellmund-Mora, Marili	Manager	325	1.9	617.50
SUBTOTAL			48.4	\$41,137.50
Less: 50% discount for non-working travel time				(3,940.00)
GRAND TOTAL			48.4	\$37,197.50

EXHIBIT B
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF HOURS BY TASK
FOR THE PERIOD NOVEMBER 1, 2022 TO NOVEMBER 30, 2022

Task Code	Task Description	Total Hours	Total Fees
2	Cash & Liquidity Analysis	3.0	\$3,363.00
6	Asset Sales	0.5	492.50
13	Analysis of Other Miscellaneous Motions	0.5	492.50
14	Analysis of Claims/Liabilities Subject to Compromise	8.9	5,655.50
19	Case Management	15.6	15,280.00
20	General Meeting with Debtor & Debtors' Professionals	3.2	2,964.50
21	General Meetings with Committee & Committee Counsel	0.4	530.00
22	Meetings with Other Parties	4.2	2,562.00
24	Preparation of Fee Application	4.1	1,917.50
25	Travel Time	8.0	7,880.00
SUBTOTAL		48.4	\$41,137.50
Less: 50% discount for non-working travel time			(3,940.00)
GRAND TOTAL		48.4	\$37,197.50

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD NOVEMBER 1, 2022 TO NOVEMBER 30, 2022

Task Category	Date	Professional	Hours	Activity
2	11/1/2022	Ganti, Narendra	0.7	Call with J. Quickel, C. Klaus, M. Flaharty to discuss cash flow and insurance issues.
2	11/1/2022	Ganti, Narendra	0.8	Review draft budget extension to March 2023.
2	11/4/2022	Zucker, Clifford	0.7	Review and analysis of draft waterfall analysis scenarios.
2	11/9/2022	Zucker, Clifford	0.5	Review comments to revised waterfall scenarios.
2	11/18/2022	Ganti, Narendra	0.3	Call with M. Grau, Focus, to discuss budget.
6	11/15/2022	Ganti, Narendra	0.5	Call with C. Klaus (ABC Services) to discuss inventory sale and records issue.
13	11/18/2022	Ganti, Narendra	0.5	Call with C. Klaus (ABC Services) to discuss records retention.
14	11/2/2022	Addicks, Michael	1.4	Revised claims for waterfall recovery scenarios to incorporate all scheduled and filed amounts.
14	11/2/2022	Ganti, Narendra	0.4	Call with the FTI team to discuss waterfall and claims analysis.
14	11/2/2022	Ganti, Narendra	0.9	Review claims analysis and waterfall.
14	11/3/2022	Addicks, Michael	2.4	Update waterfall recovery scenario analysis based on revised claim estimates.
14	11/3/2022	Addicks, Michael	1.6	Finalize presentation on recovery scenarios and draft budget for distribution to UCC.
14	11/3/2022	Ganti, Narendra	0.8	Review summary of claims filed and schedules for waterfall analysis.
14	11/3/2022	Ganti, Narendra	0.7	Review draft version of waterfall analysis.
14	11/7/2022	Addicks, Michael	0.7	Update waterfall recovery presentation based on advice from Counsel.
19	11/8/2022	Davis, Jackilyn	0.6	Meeting with team to discuss engagement overview.
19	11/8/2022	Davis, Jackilyn	0.6	Internal meeting to discuss debrief background and next steps.
19	11/8/2022	Davis, Jackilyn	0.8	Summarize meeting notes and next steps.
19	11/8/2022	Ganti, Narendra	0.5	Call with FTI team to discuss imaging and backup of Agway data.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD NOVEMBER 1, 2022 TO NOVEMBER 30, 2022

Task Category	Date	Professional	Hours	Activity
19	11/8/2022	Griffin, Allison	0.5	Confer with the FTI team on ERP and unstructured data preservation and case details.
19	11/9/2022	Davis, Jackilyn	0.3	Internal meeting to discuss next steps.
19	11/9/2022	Griffin, Allison	0.5	Confer with the FTI team and update ERP data preservation questions for client call; Consolidate project notes.
19	11/10/2022	Davis, Jackilyn	0.3	Discuss meeting format and objectives.
19	11/10/2022	Davis, Jackilyn	0.9	Analyze meeting notes in preparation for Company call; meeting with the Company to discuss data systems that need to be preserved.
19	11/10/2022	Davis, Jackilyn	0.4	Update notes from the FTI meeting.
19	11/10/2022	Ganti, Narendra	1.0	Call with Agway management to discuss imaging and back up of data.
19	11/10/2022	Griffin, Allison	0.5	Confer with FTI team members and draft next steps for potential ERP collection.
19	11/22/2022	Davis, Jackilyn	0.5	Internal meeting to discuss data preservation next steps; summarization of notes.
19	11/22/2022	Ganti, Narendra	0.4	Call with FTI team to discuss records retention and back up of systems.
19	11/22/2022	Griffin, Allison	0.5	Confer with the FTI team regarding Netsuite collection next steps and coordination with the client.
19	11/23/2022	Davis, Jackilyn	0.8	Research regarding corporate structure; correspondence regarding next steps.
19	11/28/2022	Davis, Jackilyn	0.4	Test access to NetSuite system.
19	11/28/2022	Griffin, Allison	0.4	Draft data preservation next steps for NetSuite system and finance information gather questions regarding data integrity.
19	11/28/2022	Griffin, Allison	1.7	Correspond with Agway team to gain access to NetSuite system; Test and troubleshoot NetSuite credentials; Review information on NetSuite system.
19	11/29/2022	Davis, Jackilyn	0.8	Internal meeting to discuss structured data next steps; correspondence regarding billing and staffing.
19	11/29/2022	Griffin, Allison	0.5	Confer with the FTI team on creating backup of NetSuite system and drafting questions for finance team.
19	11/30/2022	Davis, Jackilyn	0.6	Communication regarding ODBC data connections.
19	11/30/2022	Davis, Jackilyn	1.6	Test ODBC access and analyze available reports.

EXHIBIT C
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
DETAIL OF TIME ENTRIES
FOR THE PERIOD NOVEMBER 1, 2022 TO NOVEMBER 30, 2022

Task Category	Date	Professional	Hours	Activity
19	11/30/2022	Griffin, Allison	0.5	Confer with the FTI team regarding Azure database collection; Correspondence with client regarding data preservation.
20	11/10/2022	Griffin, Allison	0.7	Call with Agway team J. Quickel, B. Harwood, and Sam Altman to discuss company ERP data access for preservation.
20	11/21/2022	Ganti, Narendra	2.0	Meeting with C. Klaus (ABC Services) on remnant inventory sale, records retention, and other issues.
20	11/30/2022	McDonnell, Chad	0.5	Participate on call with client and 3rd party IT.
21	11/4/2022	Zucker, Clifford	0.4	Review comments to report to UCC on financial issues.
22	11/29/2022	McDonnell, Chad	2.2	Coordinate with Nexcom to create O365 admin account; Configure admin account with proper roles to perform data exports.
22	11/30/2022	McDonnell, Chad	2.0	Work with FTI DBA team to attempt configuration of admin account for Azure database exports.
24	11/11/2022	Hellmund-Mora, Marili	1.0	Prepare the October fee application.
24	11/14/2022	Addicks, Michael	1.1	Prepare the October fee application.
24	11/15/2022	Addicks, Michael	0.4	Incorporate updates to the October fee application.
24	11/15/2022	Ganti, Narendra	0.5	Review and provide comments to the October fee application.
24	11/15/2022	Hellmund-Mora, Marili	0.9	Prepare the October fee application to ensure compliance with bankruptcy guidelines.
24	11/16/2022	Addicks, Michael	0.2	Revise the October fee application.
25	11/20/2022	Ganti, Narendra	4.0	Travel time from Home to Cloverdale warehouse.
25	11/21/2022	Ganti, Narendra	4.0	Travel time from Roanoke to Home.

EXHIBIT D
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
SUMMARY OF EXPENSES
FOR THE PERIOD NOVEMBER 1, 2022 TO NOVEMBER 30, 2022

Expense Type	Amount
Lodging	\$123.50
Transportation	312.50
Working Meals	18.25
Total	\$454.25

EXHIBIT E
AGWAY FARM & HOME SUPPLY, LLC, ET AL. - CASE NO. 22-10602
EXPENSE DETAIL
FOR THE PERIOD NOVEMBER 1, 2022 TO NOVEMBER 30, 2022

Date	Professional	Expense Type	Expense Detail	Amount
11/21/22	Ganti, Narendra	Lodging	Hotel - 11/20/22 - 11/21/22 - While traveling to Cloverdale, VA to attend meeting with C. Klaus of ABC Services on Agway.	\$123.50
Lodging Total				123.50
11/21/22	Ganti, Narendra	Transportation	R/T mileage to Cloverdale, VA for meeting with C. Klaus, ABC Services, on Agway	312.50
Transportation Total				312.50
11/21/22	Ganti, Narendra	Working Meals	Lunch for self while traveling to Cloverdale, VA to attend meeting with C. Klaus of ABC Services on Agway.	11.12
11/21/22	Ganti, Narendra	Working Meals	Breakfast for self while traveling to Cloverdale, VA to attend meeting with C. Klaus of ABC Services on Agway.	7.13
Working Meals Total				18.25
Grand Total				\$454.25